APPENDIX

STATUTES DIRECTLY INVOLVED

An Act in relation to corporations for pecuniary profit, approved June 28, 1919, in force July 1, 1919 (Cahill's Ill. Rev. Stat. 1931, Ch. 32, Secs. 14, 53, 79):

> Sec. 14. "All corporations organized under the laws of this State, whose powers may have expired by limitation or otherwise, shall continue their corporate capacity for two years for the purpose only of collecting debts due such corporation and selling and conveying the property and effects thereof. Such corporations shall use their respective names for such purposes and shall be capable of prosecuting and defending all suits at law or in equity."
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> SEC. 53. "After an adjudication of bankruptcy, or after an execution has been so returned, or has remained unsatisfied for more than ten days, after a demand made, or after dissolution or cessation of business leaving debts unpaid, any creditor may bring suit in equity, in any court having general jurisdiction in the county within which the principal office of the corporation is located on behalf of himself and of all other creditors of the corporation, against all persons who are liable in any way for the debts of the corporation, by joining the corporation in such suit. After exhausting the assets of such corporation, each stockholder may be required to pay his *pro rata*

share of such debts and liabilities to the extent of the unpaid portion of the stock and may, in addition thereto, be required to pay his *pro rata* share of not to exceed two weeks unpaid wages of all the employees of the corporation; * * *."

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SEC. 79. "The dissolution, for any cause whatever, of any corporation, shall not take away or impair any remedy given against such corporations, its officers, or stockholders, for any liabilities incurred previous to its dissolution, if suit therefor is brought and service of process had within two years after such dissolution."

An Act to regulate the practice in courts of chancery, approved March 15, 1872, in force July 1, 1872 (Ill. Rev. Stat. 1939, Ch. 22, Sec. 49:

Sec. 49. "Whenever an execution shall have been issued against the property of a defendant, on a judgment at law or in equity, and shall have been returned unsatisfied, in whole or in part, the party suing out such execution may file a complaint against such defendant, and any other person, to compel the discovery of any property or thing in action, belonging to the defendant, and of any property, money, or thing in action due to him, or held in trust for him, and to prevent the transfer of any such property, money or thing in action, or the payment or delivery thereof to the defendant, except when such trust has, in good faith, been created by, or the fund so held in trust has proceeded from, some person other than the defendant himself. The court shall have power to compel such discovery, and to prevent such transfer, pay-

ment, or delivery, and to decree satisfaction of the sum remaining due on such judgments, out of any personal property, money, or things in action, belonging to the defendant, or held in trust for him, with the exception above stated, which shall be discovered by the proceedings in chancery, whether the same were originally liable to be taken in execution at law or not: Provided, that no answer made to any complaint filed under this and the preceding section shall be read in evidence against the defendant on the trial of any indictment for fraud charged in the complaint."

STATUTES INDIRECTLY INVOLVED

An Act to amend an act entitled "Abatements," approved March 1845, and to extend the time for closing up the affairs of corporations, approved and in force March 24, 1869 (Public Laws of Illinois, 1869, p. 1):

SECTION 1. Be it enacted by the People of the State of Illinois, represented in the General Assembly, That all corporations created by special acts, or under general laws, and whose charters or act of incorporation may have expired for any reason whatever, shall continue their corporate capacity during the term of two years, for the sole purpose of collecting the debts due to said corporation, selling and conveying the property and estate thereof.

SEC. 2. The said companies shall use the name of their respective corporations for the purpose aforesaid, and shall be capable of prosecuting and defending all suits at law or in equity.

SEC. 3. The dissolution, for any cause whatever, of any company created as afore-

said, shall not take away or impair any remedy given against such corporation, its stockholders or officers, for any liabilities incurred previous to its dissolution.

An Act concerning corporations, approved April 18, 1872, in force July 1, 1872 (Hurd's Ill. Rev. Stat. 1917, Ch. 32, Secs. 10, 11, 12, 25):

SEC. 10. All corporations organized under this law whose powers may have expired by limitation or otherwise shall continue their corporate capacity during the term of two years, for the purpose only of collecting the debts due said corporations and selling and conveying the property and effects thereof.

SEC. 11. Such corporations shall use their respective names for the purposes aforesaid, and shall be capable of prosecuting and defending all suits in law or equity.

SEC. 12. The dissolution, for any cause whatever, of any corporation created as aforesaid, shall not take away or impair any remedy given against such corporation, its stockholders, or officers for any liabilities incurred previous to its dissolution.

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SEC. 25. If any corporation or its authorized agents shall do, or refrain from doing any act which shall subject it to a forfeiture of its charter or corporate powers, or shall allow any execution or decree of any court of record, for a payment of money, after demand made by the officer, to be returned "No property found," or to remain unsatisfied for not less than ten days after such demand, or shall dissolve or cease doing business, leaving debts unpaid, suits in equity may be brought against all persons who were stockholders at the time, or liable in

any way, for the debts of the corporation, by joining the corporation in such suit; and each stockholder may be required to pay his pro rata share of such debts or liabilities to the extent of the unpaid portion of his stock, after exhausting the assets of such corporation. * * * [As amended by act approved May 22, 1877. In force July 1, 1877. L. 1877, p. 66; Legal News Ed., p. 72.][12]

An Act to revise the law relating to corporations for pecuniary profit, filed July 13, 1933 (Ill. Rev. Stat. 1939, Ch. 32, Secs. 86, 94, Par. 157.86, 157.94):

157.86. JURISDICTION OF COURT OF EQUITY TO LIQUIDATE ASSETS AND BUSINESS OF CORPORATION. Courts of equity shall have full power to liquidate the assets and business of a corporation:

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(b) Upon the suit of a creditor whose claim has either been reduced to judgment and an execution thereon returned unsatisfied, or whose claim is admitted by the corporation, when in either case it is made to appear that the corporation is unable to pay its debts and obligations in the regular course of business as they mature.

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157.94. SURVIVAL OF REMEDY AFTER DISSOLUTION. The dissolution of a corporation either (1) by the issuance of a certificate of dissolution by the Secretary of State, or (2) by the decree of a court of equity when the court has not liquidated the assets and business of the corporation, or (3) by expiration

[12] The amendment of May 22, 1877, did not change the above language.

of its period of duration, shall not take away or impair any remedy given against such corporation, its directors, or shareholders, for any liability incurred prior to such dissolution if suit thereon is brought and service of process had within two years after the date of such dissolution. Such suits may be prosecuted against and defended by the corporation in its corporate name.

Act approved March 3, 1845 (Rev. Stat. of Ill. 1845, Ch. XXI, Secs. 36, 37, p. 97):

SEC. 36. Whenever an execution shall have been issued against the property of a defendant, on a judgment at law or in equity, and shall have been returned unsatisfied, in whole or in part, the party suing out such execution may file a bill in chancery against such defendant, and any other person, to compel the discovery of any property, or thing in action, belonging to the defendant; and of any property, money, or thing in action due to him, or held in trust for him, and to prevent the transfer of any such property, money, or thing in action, or the payment or delivery thereof to the defendant, except when such trust has been created by, or the fund so held in trust has proceeded from, some person other than the defendant himself.

SEC. 37. The court shall have power to compel such discovery, and to prevent such transfer, payment, or delivery, and to decree satisfaction of the sum remaining due on such judgments, out of any personal property, money, or things in action, belonging to the defendant, or held in trust for him, with the exception above stated, which shall

be discovered by the proceedings in chancery, whether the same were originally liable to be taken in execution at law or not: *Provided,* That no answer made to any bill filed under this and the preceding section shall be read in evidence against the defendant on the trial of any indictment for the fraud charged in the bill.

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